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Tax Services Provider

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,¹

Debtors.

)
)
) Chapter 11

)
) Case No. 18-23538 (RDD)

)
) (Jointly Administered)
)

**EIGHTH MONTHLY FEE STATEMENT OF DELOITTE TAX LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS TAX SERVICES PROVIDER TO THE DEBTORS FOR THE PERIOD
FROM JUNE 1, 2019 THROUGH JUNE 30, 2019**

Name of Applicant:	Deloitte Tax LLP
Authorized to Provide Services as:	Tax Services Provider to the Debtors
Date of Retention:	Effective <i>Nunc Pro Tunc</i> to October 15, 2018 by Order entered January 17, 2019
Period for which Compensation and Reimbursement is Sought:	June 1, 2019 through June 30, 2019

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Amount of Compensation Sought as Actual, Reasonable, and Necessary: \$64,360.50

Amount of Expense Reimbursement Sought: \$82.17

Total Amount of Fees and Expense Reimbursement Sought as Actual, Reasonable and Necessary (100%): **\$64,442.67**

PRIOR FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
03/07/19 Dkt. 2771	10/15/2018 – 11/30/2018	\$1,001,528.00	\$28,458.18	\$1,001,528.00	\$28,436.80
04/15/19 Dkt. 3212	12/01/2018 – 12/31/2018	\$724,338.50	\$10,156.37	\$724,338.50	\$10,156.37
04/15/19 Dkt. 3218	01/01/2019 – 01/31/2019	\$975,867.00	\$27,305.81	\$975,867.00	\$27,305.81
04/15/19 Dkt. 3219	02/01/2019 – 02/28/2019	\$565,589.75	\$4,349.96	\$561,773.50	\$4,349.96
06/13/19 Dkt. 4228	03/01/2019 – 03/31/2019	\$564,154.00	\$9,051.99	\$451,323.20	\$9,051.99
06/28/19 Dkt. 4386	04/01/2019 – 04/30/2019	\$542,700.75	\$5,068.85	\$434,160.60	\$5,068.85
	05/01/2019 – 05/31/2019	\$216,635.75	\$2,978.30	N/A	N/A
	06/01/2019 – 06/30/2019	\$65,297.50	\$82.17	N/A	N/A

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

For the Period from June 1, 2019 through June 30, 2019

Professional	Level	Rate	Hours	Fees
Forrest, Jonathan	Partner/Principal	\$975.00	6.6	\$6,435.00
Rohrs, Jane	Managing Director	\$975.00	0.5	\$487.50
Testoff, Robert	Partner/Principal	\$975.00	1.9	\$1,852.50
Gareau, Matthew	Partner/Principal	\$975.00	0.3	\$292.50
Goertz, Ray	Managing Director	\$850.00	0.4	\$340.00
Hermanson, Tom	Managing Director	\$850.00	8.0	\$6,800.00
Hoffman, David	Partner/Principal	\$850.00	0.5	\$425.00
Sullivan, Brian	Managing Director	\$850.00	12.2	\$10,370.00
Tzavelis, Elias	Partner/Principal	\$850.00	4.1	\$3,485.00
Williams, Lance	Managing Director	\$850.00	0.3	\$255.00
Paxton, Michael	Senior Manager	\$725.00	0.3	\$217.50
Rutherford, Amber	Senior Manager	\$725.00	1.0	\$725.00
Butler, Mike	Manager	\$595.00	9.4	\$5,593.00
Espinola, Jonathan	Manager	\$595.00	15.7	\$9,341.50
Fielding, Stephen	Manager	\$595.00	1.1	\$654.50
Yang, Annie	Manager	\$595.00	8.7	\$5,176.50
Uger, Anna	Senior Consultant	\$450.00	1.8	\$810.00
Abrom, Carisa	Senior Consultant	\$325.00	2.9	\$942.50
Allegretti, Joe	Consultant	\$325.00	1.6	\$520.00
Atwal, Justin	Consultant	\$325.00	2.7	\$877.50
Chatten, Colin	Consultant	\$325.00	14.2	\$4,615.00
Chionchio, Michelle	Consultant	\$325.00	5.0	\$1,625.00
Fama, Frank	Consultant	\$325.00	2.0	\$650.00
Lutz, Dan	Manager	\$320.00	1.1	\$352.00
Perez, Cristian	Consultant	\$185.00	4.8	\$888.00
Sy, Andrew	Senior Consultant	\$210.00	3.0	\$630.00
Professional Subtotal :			110.3	\$64,360.50

CUMULATIVE FEES BY CATEGORY SUMMARY

For the Period from June 1, 2019 through June 30, 2019

Categories	Hours	Fees
Engagement Procedures	1.0	\$850.00
Preparation of Fee Applications	9.1	\$2,957.50
State Tax Audit Services	39.5	\$26,224.50
Tax Restructuring Services	51.6	\$32,458.50
Tax Transaction Services	8.9	\$1,870.00
Fee's Category Subtotal :	110.3	\$64,360.50

CUMULATIVE EXPENSES BY CATEGORY SUMMARY

For the Period from June 1, 2019 through June 30, 2019

Expense Categories	Total Expenses for the Period
Transportation	\$82.17
Expense Category Subtotal :	<hr/> \$82.17

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Engagement Procedures</i>				
06/18/2019				
Hermanson, Tom	Discuss status of existing Indian services being provided by Deloitte India with L. McDonnell, R. Young, and E. Tzavelis (all Deloitte).	\$850.00	1.0	\$850.00
Subtotal for Engagement Procedures:			1.0	\$850.00
<i>Preparation of Fee Applications</i>				
06/03/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.2	\$390.00
06/09/2019				
Chatten, Colin	Revise April monthly fee statement.	\$325.00	0.7	\$227.50
06/10/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with R. Young and E. Tzavelis (both Deloitte) regarding April fee application.	\$325.00	0.2	\$65.00
06/17/2019				
Abrom, Carisa	Revise April monthly fee statement.	\$325.00	1.8	\$585.00
Abrom, Carisa	Prepare May monthly fee statement.	\$325.00	1.1	\$357.50
06/18/2019				
Chatten, Colin	Review April monthly fee statement.	\$325.00	1.0	\$325.00
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	1.5	\$487.50
06/19/2019				
Chatten, Colin	Discuss fee order with T. Hermanson of Deloitte Tax.	\$325.00	0.5	\$162.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
06/24/2019				
Chatten, Colin	Prepare summary of fees and expenses pursuant to request from M-III.	\$325.00	0.7	\$227.50
Subtotal for Preparation of Fee Applications:			9.1	\$2,957.50

State Tax Audit Services

06/03/2019				
Hermanson, Tom	Discuss status of work and issues with pending projects with L. Meerschaert of Sears	\$850.00	2.0	\$1,700.00
06/05/2019				
Hoffman, David	Discuss project status and issues with pending projects with E. Tzavelis of Deloitte Tax.	\$850.00	0.5	\$425.00
Sullivan, Brian	Call with Miii, Weil and TransformCo to discuss state tax audit settlements in various states	\$850.00	0.5	\$425.00
06/06/2019				
Yang, Annie	Review NYS sales tax workpapers.	\$595.00	2.5	\$1,487.50
06/10/2019				
Hermanson, Tom	Review existing engagement letters and APA to consider possible scope limitations of Deloitte work, including call with L. McDonnel, K. Lauret, and J. Berry (all Deloitte) to discuss same.	\$850.00	2.0	\$1,700.00
06/11/2019				
Sullivan, Brian	Call with B. Carleo, A. Morrison-Howe and B. Sullivan (all Deloitte) to discuss potential settlement strategies with the Massachusetts taxing authority regarding outstanding state tax assessments	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/12/2019				
Goertz, Ray	Call with B. Sullivan (Deloitte) to discuss potential audit settlement strategies with Minnesota Department of Revenue	\$850.00	0.4	\$340.00
Sullivan, Brian	Call with R. Goertz (Deloitte) to discuss potential audit settlement strategies with Minnesota Department of Revenue	\$850.00	0.4	\$340.00
06/13/2019				
Sullivan, Brian	Emails with J. Trachtenberg (Deloitte) regarding sales tax and responsible officer settlement negotiations	\$850.00	0.4	\$340.00
06/18/2019				
Espinola, Jonathan	Call with B. Sullivan (Deloitte) and K. Lejkowski (Sears) regarding New York audit and impact on NOLs.	\$595.00	0.7	\$416.50
Sullivan, Brian	Email with J. Trachtenberg (Deloitte) potential appeal strategies regarding New York responsible party assessment	\$850.00	0.3	\$255.00
Sullivan, Brian	Review New York net operating loss schedules in preparation for call with K. Lejkowski (Sears)	\$850.00	0.6	\$510.00
Sullivan, Brian	Call with J. Espinola (Deloitte) and K. Lejkowski (Sears) regarding New York audit and impact on net operating loss.	\$850.00	0.7	\$595.00
Sullivan, Brian	Call with B. Griffith (Miii) and S. Goldring, M. Hoenig, J. Marcus (Weil) and E. Tzavelis (Deloitte) to discuss New York audit assessment and responsible party assessment appeal procedures	\$850.00	0.6	\$510.00
Tzavelis, Elias	Call with B. Griffith (Miii) and S. Goldring, M. Hoenig, J. Marcus (Weil) and B. Sullivan (Deloitte) to discuss New York audit assessment and responsible party assessment appeal procedures	\$850.00	0.6	\$510.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/19/2019				
Rutherford, Amber	Call with B. Sullivan and A. Rutherford (Deloitte) to potential settlement options for Tennessee sales tax audit assessment	\$725.00	0.4	\$290.00
Sullivan, Brian	Call with L. Williams and B. Lowenstein (Deloitte) to discuss potential settlement options for Kansas sales tax audit assessments	\$850.00	0.3	\$255.00
Sullivan, Brian	Call with A. Rutherford (Deloitte) to potential settlement options for Tennessee sales tax audit assessment	\$850.00	0.4	\$340.00
Williams, Lance	Call with B. Sullivan, L. Williams and B. Lowenstein (Deloitte) to discuss potential settlement options for Kansas sales tax audit assessments	\$850.00	0.3	\$255.00
06/20/2019				
Hermanson, Tom	Continue review to assess status of work and coordinate with various Deloitte member firms to clarify services from DESC requests to assess whether work can or should be performed or completed	\$850.00	2.0	\$1,700.00
Rutherford, Amber	Research on settlements and offers in compromise processes with the TN Dept of Revenue	\$725.00	0.6	\$435.00
Sullivan, Brian	Draft email correspondence to Miii and Weil teams regarding potential appeal options of New York assessment against estate and responsible party assessment	\$850.00	0.4	\$340.00
Sullivan, Brian	Draft email to J. Pollak (Sears) regarding potential appeal option of New York responsible party assessment	\$850.00	0.3	\$255.00
06/24/2019				
Sullivan, Brian	Call with Miii, Weil and Transform and E. Tzavelis (Deloitte) to discuss state tax audit settlements	\$850.00	0.5	\$425.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/24/2019				
Uger, Anna	Email correspondence with M. Chionchio (Deloitte) regarding expectations for Bureau of Conciliations and Mediation Service conference petitions	\$450.00	0.3	\$135.00
06/25/2019				
Chionchio, Michelle	Prepare Request for Conciliation Conference form for L. Meerschaert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services.	\$325.00	1.0	\$325.00
Sullivan, Brian	Review state tax model with potential New York audit adjustment impact and send edits to J. Espinola via email	\$850.00	1.4	\$1,190.00
06/26/2019				
Chionchio, Michelle	Prepare Conciliation Conference package for L. Meerschaert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services.	\$325.00	0.5	\$162.50
Uger, Anna	Conversation with NYS auditor and representative regarding whether interest assessed on the NYS assessment of Sears and Kmart after the companies went into bankruptcy may be waived; draft internal email correspondence regarding the same.	\$450.00	1.5	\$675.00
06/27/2019				
Chionchio, Michelle	Prepare Conciliation Conference package and drafted attachments (including index and notices and powers of attorney) for L. Meerschaert (Sears) to submit to New York State, Department of Taxation and Finance, Bureau of Conciliation and Mediation Services	\$325.00	3.0	\$975.00
Fielding, Stephen	Call with L. Meerschaert of Sears regarding power of attorney forms to be executed to pay outstanding sales tax balances.	\$595.00	0.6	\$357.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/27/2019				
Hermanson, Tom	Discuss ability to perform work for legacy Sears or Transform with E. Tzavelis (Deloitte) and R. Boyle and L. Meerschaert (Sears).	\$850.00	1.0	\$850.00
Sullivan, Brian	Review email correspondence from Weil and Miii regarding payment of interest related to pre-petition New York tax assessment and responsible party assessment of post-petition interest.	\$850.00	0.7	\$595.00
Yang, Annie	Review Bureau of Conciliation and Mediation Service petition and related power of attorney forms for L. Meerschaert of Sears and prepare instructions for L. Meerschaert of Sears regarding the same.	\$595.00	2.6	\$1,547.00
Yang, Annie	Conference call with internal colleague to discuss Bureau of Conciliation and Mediation Service and interest computation for L. Meerschaert of Sears.	\$595.00	0.3	\$178.50
06/28/2019				
Chionchio, Michelle	Review internal email correspondence regarding status of power of attorney forms.	\$325.00	0.5	\$162.50
Espinola, Jonathan	Update summary memo based on NY audit and additional state tax cash implications.	\$595.00	0.6	\$357.00
Fama, Frank	Calculations of interest on taxable income attributed to the Responsible party for Kmart	\$325.00	1.0	\$325.00
Fama, Frank	Calculations of interest on taxable income attributed to the Responsible party for Sears	\$325.00	1.0	\$325.00
Fielding, Stephen	Research regarding power of attorney forms to be executed to pay outstanding sales tax balances.	\$595.00	0.5	\$297.50
Sullivan, Brian	Review updated state tax model with New York audit adjustments	\$850.00	0.8	\$680.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>State Tax Audit Services</i>				
06/28/2019				
Sullivan, Brian	Emails to J. Trachtenberg and A. Yang regarding New York appeal for responsible party	\$850.00	1.1	\$935.00
Yang, Annie	Conference calls with the NYS auditor to discuss assessment, interest computation. Reached out to bankruptcy unit to discuss assessment.	\$595.00	1.5	\$892.50
Yang, Annie	Discussions with internal team with regards to interest calculations. Reviewed interest computation prepared by staff and email results to the team.	\$595.00	1.8	\$1,071.00
Subtotal for State Tax Audit Services:			39.5	\$26,224.50

Tax Restructuring Services

06/03/2019				
Chatten, Colin	Research federal tax characterization of gain resulting from certain intellectual property transactions.	\$325.00	1.6	\$520.00
Espinola, Jonathan	Draft revisions to executive summary memo for state income tax model and tax attribute reduction model.	\$595.00	0.5	\$297.50
Forrest, Jonathan	Review tax issues raised by taxable liquidation of Sears Brands.	\$975.00	0.8	\$780.00
Forrest, Jonathan	Call with B. Testoff (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Testoff, Robert	Call with J. Forrest (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Testoff, Robert	Analyze gain on liquidation of Sears Brands.	\$975.00	0.5	\$487.50
06/04/2019				
Espinola, Jonathan	Update executive summary memo based on current version of state income tax model.	\$595.00	1.0	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/04/2019				
Forrest, Jonathan	Meet with J. Rohrs (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Rohrs, Jane	Prepare for and meet with J. Forrest (Deloitte) regarding character of gain on liquidation of Sears Brands.	\$975.00	0.3	\$292.50
Rohrs, Jane	Search for IRC section 1231 general counsel memorandum regarding character of sale of intellectual property.	\$975.00	0.2	\$195.00
06/06/2019				
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$595.00	0.7	\$416.50
Butler, Mike	Update substantially all analysis.	\$595.00	1.4	\$833.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$325.00	0.7	\$227.50
Espinola, Jonathan	Draft additional revisions to executive summary memo.	\$595.00	1.0	\$595.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, and M. Butler (all Deloitte) regarding federal tax characterization of gain resulting from certain transactions involving Sears Brands Business Unit Corporation transactions and potential tax filing requirements associated therewith.	\$975.00	0.7	\$682.50
Forrest, Jonathan	Draft correspondence related to the taxable dissolution of Sears Brands.	\$975.00	0.2	\$195.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/06/2019				
Forrest, Jonathan	Evaluate character of gain on dissolution of Sears Brands.	\$975.00	0.6	\$585.00
Testoff, Robert	Analyze character of gain on liquidation of Sears Brands.	\$975.00	0.8	\$780.00
06/07/2019				
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Forrest to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.1	\$59.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, and M. Butler (both Deloitte) and E. Remijan (Weil) regarding state tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.4	\$238.00
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, and B. Sullivan (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$595.00	0.4	\$238.00
Butler, Mike	Research treatment of ordinary income recapture.	\$595.00	2.6	\$1,547.00
Chatten, Colin	Call with E. Tzavelis and M. Butler (both Deloitte) and E. Remijan (Weil) regarding state tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and B. Sullivan (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.4	\$130.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/07/2019				
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$325.00	0.3	\$97.50
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, and J. Forrest to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$325.00	0.1	\$32.50
Chatten, Colin	Review email correspondence with Weil regarding federal tax characterization of gain resulting from Sears Brands transactions.	\$325.00	0.2	\$65.00
Chatten, Colin	Review footnotes in federal income tax analysis and summary explanation of assumptions documents for information related to Sears Brands transaction.	\$325.00	0.4	\$130.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$975.00	0.4	\$390.00
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler (all Deloitte) to discuss tax aspects of the asset purchase agreement representation letter.	\$975.00	0.3	\$292.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chaten, and M. Butler to discuss the state tax implications of allocating certain consideration to Sears Indian entities.	\$975.00	0.1	\$97.50
Forrest, Jonathan	Review asset purchase agreement representation letter.	\$975.00	0.6	\$585.00
Sullivan, Brian	Call with E. Tzavelis, C. Chaten, M. Butler (all Deloitte) regarding tax implications of allocating certain consideration to Sears Indian entities.	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/07/2019				
Testoff, Robert	Consider character of gain arising from certain Sears Brands Business Unit Corporation transactions.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Consider tax implications of certain transactions involving Sears Brands	\$850.00	0.4	\$340.00
Tzavelis, Elias	Call with C. Chatten, M. Butler, and J. Forrest (all Deloitte) to discuss tax implications of Sears Brands transactions.	\$850.00	0.4	\$340.00
06/09/2019				
Espinola, Jonathan	Draft additional technical discussion for executive summary memo pertaining to state tax attribute reduction.	\$595.00	0.5	\$297.50
06/10/2019				
Chatten, Colin	Consider comments from S. Goldring and E. Remijan of Weil regarding language in representation letter for Cleary's tax opinion.	\$325.00	0.5	\$162.50
Espinola, Jonathan	Draft additional technical discussion for state executive summary memo pertaining to state attribute reduction and state income tax model.	\$595.00	1.3	\$773.50
Gareau, Matthew	Discussion with E. Tzavelis (Deloitte) regarding tax filings required for state law conversion of Remainco subsidiary.	\$975.00	0.3	\$292.50
Tzavelis, Elias	Discussion with M. Gareau (Deloitte) regarding tax filings required for state law conversion of Remainco subsidiary.	\$850.00	0.3	\$255.00
06/11/2019				
Espinola, Jonathan	Additional revisions to matrices to attach to summary memo pertaining to Treas. Reg. sections 1.1502-28, -32 and -13.	\$595.00	0.8	\$476.00
Forrest, Jonathan	Review tax opinion representation letter.	\$975.00	0.8	\$780.00
Tzavelis, Elias	Discussion with M. Butler (Deloitte) regarding edits to representation letter.	\$850.00	0.7	\$595.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
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Tax Restructuring Services

06/12/2019

Atwal, Justin	Perform inside outside basis reconciliation using client provided trial balances.	\$325.00	2.7	\$877.50
Forrest, Jonathan	Review questions related to character of gain at Sears Brands.	\$975.00	0.4	\$390.00

06/13/2019

Allegretti, Joe	Update the substantially all calculation and send .pdf and excel file to Deloitte M&A tax team.	\$325.00	0.7	\$227.50
Allegretti, Joe	Call with E. Tzavelis, C. Chatten, M. Butler and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$325.00	0.7	\$227.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, and M. Butler (both Deloitte) to discuss the tax representation letter and tax characterization of gain resulting from SBBU transactions.	\$595.00	0.3	\$178.50
Butler, Mike	Call with E. Tzavelis, C. Chatten, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$595.00	0.7	\$416.50
Chatten, Colin	Call with E. Tzavelis and M. Butler (both Deloitte) to discuss the tax representation letter and tax characterization of gain resulting from SBBU transactions.	\$325.00	0.3	\$97.50
Chatten, Colin	Discuss tax characterization of gain resulting from Sears Brands transactions with E. Tzavelis (Deloitte).	\$325.00	0.4	\$130.00
Chatten, Colin	Call with E. Tzavelis, M. Butler, J. Allegretti, and J. Forrest (all Deloitte) to discuss the tax representation letter.	\$325.00	0.7	\$227.50
Forrest, Jonathan	Call with E. Tzavelis, C. Chatten, M. Butler, and J. Allegretti (all Deloitte) to discuss the tax representation letter.	\$975.00	0.7	\$682.50
Tzavelis, Elias	Discuss tax characterization of gain resulting from SBBU transactions with C. Chatten (Deloitte).	\$850.00	0.4	\$340.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/14/2019				
Forrest, Jonathan	Review issues related to the application of the anti-churning rules to Sears Brands.	\$975.00	0.4	\$390.00
Tzavelis, Elias	Draft email correspondence to Weil tax team regarding Remainco representation letter.	\$850.00	0.8	\$680.00
06/18/2019				
Butler, Mike	Call with B. Sullivan, E. Tzavelis and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$595.00	0.5	\$297.50
Espinola, Jonathan	Update state cash tax model and state attribute reduction model per New York audit updates.	\$595.00	0.8	\$476.00
Sullivan, Brian	Call with E. Tzavelis and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$850.00	0.5	\$425.00
Tzavelis, Elias	Call with B. Sullivan and M. Butler (all Deloitte) to discuss state tax consequences of potential character mismatch of gain from liquidation of Sears Brands Business Unit in emergence transaction	\$850.00	0.5	\$425.00
06/19/2019				
Espinola, Jonathan	Additional revisions to state cash tax model for New York proposed audit adjustments.	\$595.00	0.7	\$416.50
Sullivan, Brian	Review revised state tax model incorporating changes to New York NOL resulting from proposed audit adjustments	\$850.00	1.1	\$935.00
06/20/2019				
Allegretti, Joe	Locate the latest interest haircut calculation provided by the Company to provide to PwC.	\$325.00	0.2	\$65.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/20/2019				
Espinola, Jonathan	Call with B. Sullivan (Deloitte) and PWC regarding state income tax model and attribute reduction model.	\$595.00	0.4	\$238.00
Espinola, Jonathan	Prepare for call with PWC regarding state tax models.	\$595.00	0.3	\$178.50
Sullivan, Brian	Call with J. Espinola (Deloitte) and PWC regarding state income tax model and attribute reduction model.	\$850.00	0.4	\$340.00
06/24/2019				
Chatten, Colin	Call with E. Tzavelis and M. Butler of Deloitte Tax to discuss potential pre-emergence restructuring transactions and plan outstanding workstreams.	\$325.00	0.4	\$130.00
Espinola, Jonathan	Call with M. Paxton (Deloitte) regarding state cash tax model and attribute reduction.	\$595.00	0.3	\$178.50
Espinola, Jonathan	Revise state income tax model.	\$595.00	1.9	\$1,130.50
Paxton, Michael	Call with J. Espinola (Deloitte) regarding state cash tax model and attribute reduction.	\$725.00	0.3	\$217.50
06/25/2019				
Espinola, Jonathan	Additional revisions to attribute reduction model to incorporate cash tax model updates.	\$595.00	2.1	\$1,249.50
06/26/2019				
Espinola, Jonathan	Additional revisions to state attribute reduction model.	\$595.00	0.7	\$416.50
06/28/2019				
Butler, Mike	Research and respond to questions from Cleary regarding intercompany receivables	\$595.00	1.6	\$952.00
Chatten, Colin	Categorize fees and expenses incurred by Deloitte Tax to assist Weil in determining whether such fees and expenses are reimbursable by ESL under the asset purchase agreement.	\$325.00	1.2	\$390.00

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Date	Description	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
06/28/2019				
Espinola, Jonathan	Additional revisions to state attribute reduction model.	\$595.00	2.1	\$1,249.50
Subtotal for Tax Restructuring Services:			51.6	\$32,458.50
<i>Tax Transaction Services</i>				
06/17/2019				
Lutz, Dan	Draft email correspondence related to the information request for the Sears-Roebuck Foundation tax return.	\$320.00	0.4	\$128.00
06/24/2019				
Perez, Cristian	Prepare private foundation tax return (990-PF) for Sears-Roebuck Foundation.	\$185.00	0.3	\$55.50
06/25/2019				
Lutz, Dan	Review Illinois extension request for the Sears-Roebuck Foundation tax return.	\$320.00	0.4	\$128.00
Perez, Cristian	Prepare private foundation tax return (990-PF) for Sears-Roebuck Foundation.	\$185.00	3.0	\$555.00
Sy, Andrew	Prepare Form 990PF.	\$210.00	1.0	\$210.00
06/26/2019				
Perez, Cristian	Prepare private foundation tax return (990-PF) for Sears-Roebuck Foundation.	\$185.00	1.5	\$277.50
Sy, Andrew	Prepare Form 990PF.	\$210.00	1.0	\$210.00
06/27/2019				
Lutz, Dan	Reviewed the Illinois extension request for the Sears-Roebuck Foundation tax return.	\$320.00	0.3	\$96.00
Sy, Andrew	Prepare Form 990PF.	\$210.00	1.0	\$210.00
Subtotal for Tax Transaction Services:			8.9	\$1,870.00
Total			110.1	\$64,360.50

Sears Holdings Corporation

Deloitte Tax LLP

Fees Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Recapitulation

Name	Rate	Hours	Fees
Forrest, Jonathan	\$975.00	6.6	\$6,435.00
Gareau, Matthew	\$975.00	0.3	\$292.50
Rohrs, Jane	\$975.00	0.5	\$487.50
Testoff, Robert	\$975.00	1.9	\$1,852.50
Goertz, Ray	\$850.00	0.4	\$340.00
Hermanson, Tom	\$850.00	8.0	\$6,800.00
Hoffman, David	\$850.00	0.5	\$425.00
Sullivan, Brian	\$850.00	12.2	\$10,370.00
Tzavelis, Elias	\$850.00	4.1	\$3,485.00
Williams, Lance	\$850.00	0.3	\$255.00
Paxton, Michael	\$725.00	0.3	\$217.50
Rutherford, Amber	\$725.00	1.0	\$725.00
Butler, Mike	\$595.00	9.4	\$5,593.00
Espinola, Jonathan	\$595.00	15.7	\$9,341.50
Fielding, Stephen	\$595.00	1.1	\$654.50
Yang, Annie	\$595.00	8.7	\$5,176.50
Uger, Anna	\$450.00	1.8	\$810.00
Abrom, Carisa	\$325.00	2.9	\$942.50
Allegretti, Joe	\$325.00	1.6	\$520.00
Atwal, Justin	\$325.00	2.7	\$877.50
Chatten, Colin	\$325.00	14.2	\$4,615.00
Chionchio, Michelle	\$325.00	5.0	\$1,625.00
Fama, Frank	\$325.00	2.0	\$650.00
Lutz, Dan	\$320.00	1.1	\$352.00
Sy, Andrew	\$210.00	3.0	\$630.00
Perez, Cristian	\$185.00	4.8	\$888.00

Sears Holdings Corporation

Deloitte Tax LLP

Expenses Sorted by Category for the Fee Period

June 01, 2019 - June 30, 2019

Category	Date	Description	Amount
<i>Transportation</i>			
Atwal, Justin	06/01/2019	Taxi from hotel to LGA Airport	\$45.42
Atwal, Justin	06/02/2019	Taxi from ORD Airport to home	\$36.75
Subtotal for Transportation:			\$82.17
Total			\$82.17

Recapitulation

Category	Amount
Transportation	\$82.17